Book 2011 Page 2262
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DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

Please remit this document to:

James McKnight
Senior Staff Attorney
Mediacom Iowa LLC
100 Crystal Run Road
Middletown, NY 10941
(845) 695-2636

Prepared By
James McKnight

(Recorders Use Above This Line)

STATE OF IOWA
COUNTY OF DELAWARE

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 1st day of June, 2010, by and between **City of Manchester**, ("Lessor"), and **Mediacom Iowa LLC**, a Delaware limited liability company, with an office at 6300 Council Street NE, Cedar Rapids, IA 52402 ("Lessee").

1. Lessor and Lessee entered into a Lease Agreement ("Agreement") on the 1st day of June, 2010, for the purpose of installing, operating and maintaining a communications facility and other improvements, pursuant to the Agreement.

2. The rental term of the Agreement is for 5 years, commencing on June 1, 2010, automatically renewing on the 5th anniversary of the commencement date for an additional 5 years.

3. The Property which is the subject of the Agreement is described in Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Agreement as of the day and year first above written.

{Signature page to follow}

LESSOR

Timothy J Vick

Timothy J. Vick
Print Name

City Manager
Title

Date: 5-10-2011

CITY MANCHESTER IOWA SEAL

STATE OF IOWA)
) ss
COUNTY OF DELAWARE)

On this 10 day of MAY, 2011, before me personally appeared TIMOTHY J VICK, to me known to be the person described herein and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Laura K Thomas
Notary Public in and for the State of IOWA

My Commission expires: 8-26-11

LAURA K. THOMAS
Commission Number 718135
My Commission Expires
8-26-11

LESSEE

Douglas F Frank

Douglas F Frank
Print Name

RVP
Title

Date: 5/2/11

STATE OF IOWA)
) ss
COUNTY OF LINN)

On this 2nd day of May, 2011, before me, the undersigned, a Notary Public for said State, appeared Douglas Frank me personally known, who being be me duly sworn, did say that he/she is the Regional Vice President of said Mediacom Iowa LLC; and that the said Douglas Frank as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said limited liability company and by him voluntarily executed.

Katharine R Kastli
Notary Public in and for the State of Iowa

My Commission expires: 8-6-13

KATHARINE KASTLI
Commission Number 748242
My Commission Expires
August 6, 2013

EXHIBIT A

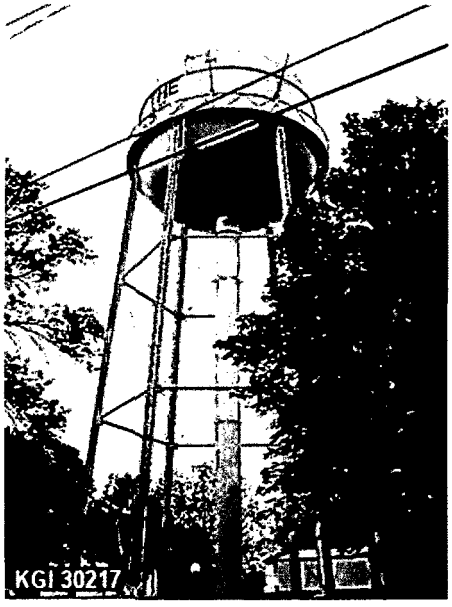
The following described Real Estate situated in the City of Manchester, County of Delaware, in the State of Iowa, to wit:

Prospect & Williams, Manchester, IA 52057

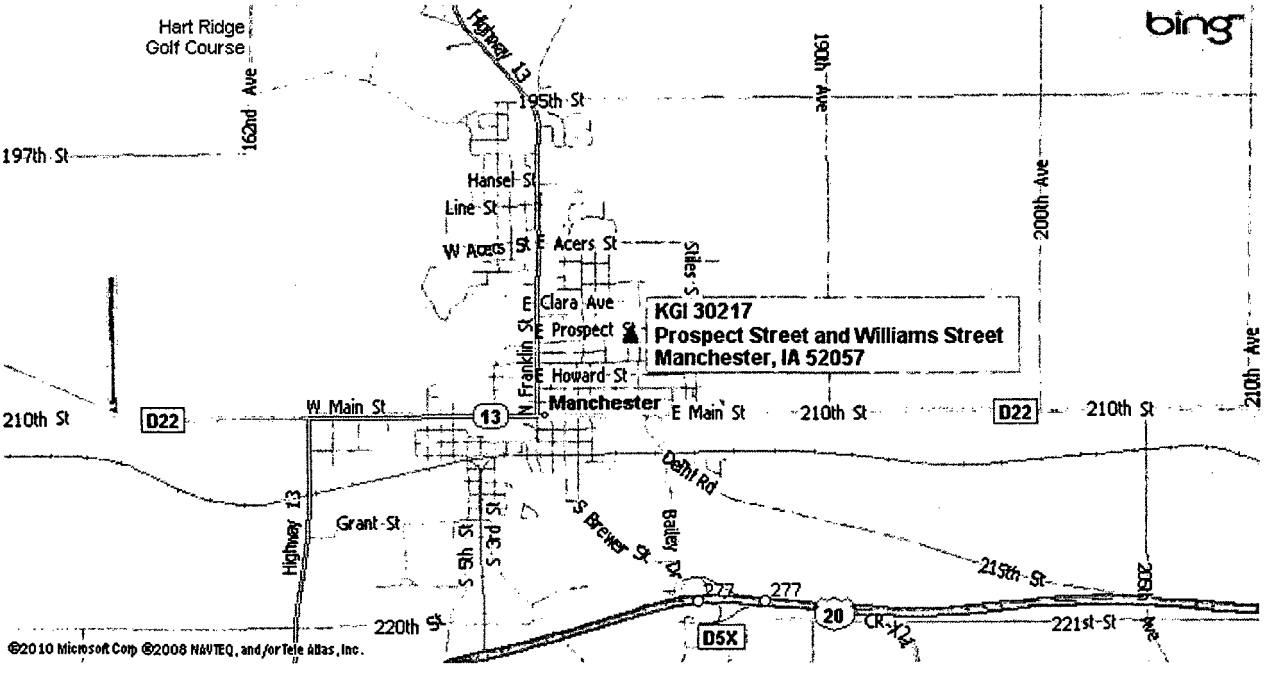
1) Legal Description - Site

Lots 9 (9), Eleven (11), Thirteen (13) and Fifteen (15), being a part of Lot 11 (11), Subdivision of the Southwest Quarter (SW 1/4) and the South one-half (S1/2) of the Northwest Quarter (NW 1/4) of Section 28 (28), Township Eighty Nine (89) North, Range Five (5), West of the Fifth P.M., City of Manchester, Iowa.

EXHIBIT B







Manchester, IA