

When recorded return to:

City of Tempe
31 East Fifth Street
Tempe, AZ 85281
Attention: City Clerk

**MEMORANDUM OF
AMENDED AND RESTATED CONDUIT USE AGREEMENT**

NOTICE is hereby given that the City of Tempe ("City") and Cox Communications Arizona, LLC, a Delaware limited liability company, successor to CoxCom, Inc., a Delaware corporation ("Company") have entered an Amended and Restated Conduit Use Agreement C97-92E (the "Agreement"), pursuant to which City has granted the Company, and Company has accepted, permission to access and use approximately 2500 feet of the City's conduit (a portion of said conduit is the "Innerduct") on the terms and conditions more particularly set forth therein. The Innerduct is on certain real property located in Maricopa County, Arizona, more particularly described by Exhibit "A" attached hereto and incorporated by this reference. The Agreement is for a term specified therein. A copy of the Agreement is on file with, and may be obtained from, the City of Tempe Office of the City Clerk.

This Memorandum may be executed in any number of counterparts; each of which when executed and delivered shall be an original, and each such counterpart shall, when combined with all other such counterparts, constitute one agreement binding on the parties hereto.

DATED as of the _____ day of April, 2014.

City of Tempe

By: _____

Title: _____

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

Acknowledged before me this _____ day of _____, 2014, by _____
_____, who acknowledged that he executed the foregoing instrument for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY SEAL:

Notary Public

COX COMMUNICATIONS ARIZONA, LLC

J. Stephen Rizley, SVP and Region Manager

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the _____ day of April, 2014, before me, the undersigned Notary Public, personally appeared J. Stephen Rizley, the Senior Vice President and Region Manager of Cox Communications Arizona, LLC, a Delaware limited liability company, and acknowledged to me that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires:

EXHIBIT A

Part of the Innerduct that is the subject of the Amended and Restated Conduit Use Agreement, Maricopa County Recorder number 2008-0497266, and is located in Lot 3, Lot 4 and Tract B, plat of City Hall Complex, as shown in Book 991, Page 31, of the records of Maricopa County Recorder.